

RECORDATION No. 30589

JAN 27 1997 3 15 PM

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

RECEIVED
SURFACE TRANSPORTATION
BOARD

JAN 27 3 14 PM '97

January 16, 1997

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are five (5) copies of a Memorandum of Restated Railcar Net Leasing Agreement, dated January 8, 1996, a primary document as defined in the Board's Rules for the Recordation of Documents

The names and addresses of the parties to the enclosed document are:

W.A.
Lessor/Assignor: Rio Grande Chemical Sales Company
901 Lindberg
McAllen, Texas 78502

Lessee: Holman, Inc.
6211 Ann Arbor Road
Dundee, Michigan 48131

Assignee: Fleet Capital Corporation
50 Kennedy Plaza
Providence, Rhode Island 02903

A description of the railroad equipment covered by the enclosed document is:

50 covered hopper railcars RGCX 600 through RGCX 649

Counterpart -

Mr. Vernon A. Williams
January 16, 1997
Page 2

Also enclosed is a check in the amount of \$22.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return four stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W Alvord

RWA/bg
Enclosures

**SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001**

Alvord and Alvord
918 Sixteenth Street, N.W.
Suite 200
Washington, DC. 20006-2973

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1-22-97 at 3:15 PM, and assigned recordation number(s). 20509.


Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)

\$ 22.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



JAN 26 1997 -3 15 PM

Filed and Recorded with the
Department of Transportation

on _____

at _____

and given Recordation No. _____

MEMORANDUM OF RESTATED RAILCAR NET LEASING AGREEMENT dated January 8, 1996 by and between Rio Grande Chemical Sales Company, a Texas corporation ("Lessor") and Holnam, Inc., a Delaware corporation ("Lessee"), assigned to Fleet Capital Corporation ("Assignee"), as such relates to any riders (together, the "Agreement").

WITNESSETH:

1. Pursuant to the Agreement, Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, with such Agreement being assigned to Assignee by Lessor, fifty (50) A.A.R. Car Type C112, Covered Hopper Cars bearing car marks and numbers RG CX 600-RG CX 649.
2. The Agreement shall be effective as of the date set forth below and shall continue in all events of and be subject to the Term for such Cars as set forth in the applicable rider(s), as defined in the Lease.

IN WITNESS WHEREOF, Lessor, Lessee and Assignee have caused this Memorandum of Restated Railcar Net Leasing Agreement to be signed and sealed by their respective duly authorized signatories as of the date set forth below.

Dated as of: June 11, 1996

Lessor: Rio Grande Chemical Sales Company

By: Joseph B. NewbyName: Joseph B. NewbyTitle: Attorney-in-fact

Lessee: Holnam, Inc.

By: Walton H. Rice, Jr.Name: WALTON H. RICE, JR.Title: Sr. Vice President

Assignee: Fleet Capital Corporation

By: John J. GouldName: JOHN J. GOULDTitle: VICE PRESIDENT

STATE OF: TEXAS
COUNTRY OF: BEXAR

On June 14, 1996, before me Tracey Lee Moore, personally appeared Joseph B. Newton, as attorney-in-fact for Rio Grande Chemical Sales Company, personally known to me (or proved on the basis of satisfactory evidence) to be the person whose name is subscribed to within the instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on this instrument, the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Signature: Tracey L Moore

(Notary Seal)



STATE OF: Michigan

COUNTY OF: Monroe

On JUNE 11, 1996, before me KATHLEEN M. SHANTEAU, Notary Public
(Notary Name & Title)

personally appeared WANTON H. RICE, SR., SR. VICE PRESIDENT
personally known to me (or proved on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to within the instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature: Kathleen M. Shanteau

(Notary Seal) **KATHLEEN M. SHANTEAU**
Notary Public, Monroe County, MI
My Commission Expires Aug. 12, 1998

STATE OF:

*Rhode Island
Providence*

COUNTY OF:

On June 11, 1996, before me Sandra Buonauro
(Notary Name & Title)

personally appeared John J. Gould
personally known to me (or proved on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to within the instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature: Sandra Buonauro

(Notary Seal)